

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE MBNA CORPORATION
DERIVATIVE AND CLASS LITIGATION

Lead Case No. 1:05-cv-00327-GMS

This Document Relates To:

ALL ACTIONS

AFFIDAVIT OF RICHARD C. PEPPERMAN, II

[illegible]

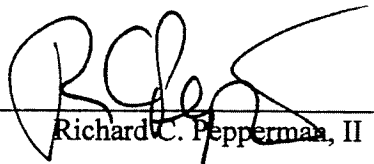
RICHARD C. PEPPERMAN, II, being duly sworn, deposes and says:

1. I am a member of the Bar of the State of New York and of Sullivan & Cromwell LLP, counsel for certain defendants in this action. I submit this second affidavit to provide the Court with materials cited in the Reply Brief of Nominal Defendants MBNA Corporation and Bank of America Corporation, the MBNA “Insider Defendants” and Defendants Randolph D. Lerner and Kenneth L. Lewis in Support of Their Motion to Dismiss.

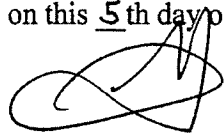
2. Attached hereto as Exhibit A is a true and correct copy of Chapter Law 300 from the 1999 Laws of Maryland.

3. Attached hereto as Exhibit B is a true and correct copy of an article published in the June 20, 2005 issue of *Business Week*, entitled “One Tough Card Game; MBNA’s Stock is Down 25% This Year, and It’s Suddenly a Takeover Candidate,” by Amy Barnett and Mike McNamee. This article is cited in paragraphs 15 and 181 of

plaintiffs' Consolidated Amended Class and Derivative Complaint. In paragraph 15 of that complaint, plaintiffs allege that the June 20, 2005 issue of *Business Week* "came out on June 13, 2005."


Richard C. Pepperman, II

Sworn to before me
on this 5th day of April, 2006



Notary Public

FRANCIS ANGELO
Notary Public, State of New York
No. 0409880-0000
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Dec. 13, 2008

CERTIFICATE OF SERVICE

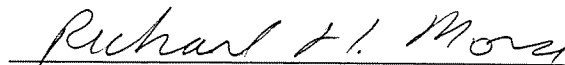
I, Richard H. Morse, hereby certify that on April 5, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of Court using CM/ECF which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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I further certify that on April 5, 2006, I also caused copies of the foregoing document to be served by hand on the above-listed counsel of record.

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